

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:	§	Chapter 11
	§	
TMT USA SHIPMANAGEMENT LLC, et al.,¹	§	Case No. 13-33740
	§	
DEBTORS.	§	Jointly Administered

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR JULY 8, 2013, 10:00 A.M. HEARING**

The above-captioned Debtors and Debtors in Possession, hereby file their attached Witness and Exhibit List for the July 8, 2013 hearing to consider (I) Debtors' Second Emergency Motion for an Order Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders to Pay Insurance Premiums and (II) Debtors' First Supplement Emergency Motion for an Order Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders to Pay Insurance Premiums.

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¹ The Debtors in these chapter 11 cases are: (1) A Whale Corporation; (2) B Whale Corporation; (3) C Whale Corporation; (4) D Whale Corporation; (5) E Whale Corporation; (6) G Whale Corporation; (7) H Whale Corporation; (8) A Duckling Corporation; (9) F Elephant Corporation; (10) F Elephant Inc.; (11) A Ladybug Corporation; (12) C Ladybug Corporation; (13) D Ladybug Corporation; (14) A Handy Corporation; (15) B Handy Corporation; (16) C Handy Corporation; (17) B Max Corporation; (18) New Flagship Investment Co., Ltd; (19) RoRo Line Corporation; (20) Ugly Duckling Holding Corporation; (21) Great Elephant Corporation; (22) TMT Procurement Corporation; and (23) TMT USA Shipmanagement LLC.

Respectfully submitted,

BRACEWELL & GIULIANI LLP

By: /s/ Marcy E., Kurtz

William A. (Trey) Wood III
Texas Bar No. 21916050
Trey.Wood@bgllp.com
Jason G. Cohen
Texas Bar No. 24050435
Jason.Cohen@bgllp.com
711 Louisiana, Suite 2300
Houston, Texas 77002
Telephone: (713) 223-2300
Facsimile: (713) 221-1212

-and-

Evan Flaschen
(*Pro hac vice* admission requested)
Evan.Flaschen@bgllp.com
Goodwin Square
225 Asylum Street, Suite 2600
Hartford, CT 06103
Telephone: (860) 947-9000
Facsimile: (860) 246-3201

-and-

Robert G. Burns
(*Pro hac vice* admission requested)
Robert.Burns@bgllp.com
1251 Avenue of Americas, 49th Floor
New York, New York 10020-1104
Telephone: (212) 508-6100
Facsimile: (800) 404-3970

**PROPOSED COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION**

DEBTOR'S WITNESS LIST FOR JULY 8, 2013, 10:00 A.M. HEARING

1. Thomas A. Morrow, Managing Director, AlixPartners.

The Debtors reserve the right to call rebuttal witnesses as necessary. The Debtors reserve the right to call any witnesses identified or called by another party or by the Court. The Debtors reserve the right to not call any witness identified here. The Debtors reserve the right to supplement this Witness List.

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DEBTOR'S EXHIBIT LIST FOR JULY 8, 2013, 10:00 A.M. HEARING

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted
1.	Log of Emergency Critical Vendor Payments (Exhibit A to Debtors' Motion)			
2.	Insurance Premium invoices C, D, E, G, H – Whale and related emails showing English translations			
3.	Emails related to Debtors' request for Cash Collateral [First Bank] Crew Wage and Bunker A Whale (Exhibit 1 to Debtors' Supplemental Motion)			
4.	June 28, 2013 emails and related Notice of Suspension of Liberian Statutory Certificates (Exhibit 2 to Debtors' Supplemental Motion)			
5.	Emails and related documents regarding A Whale Essential Payments (Exhibit 3 to Debtors' Supplemental Motion)			
6.	July 4, 2013 Urgent email requesting regarding lack of water, etc., on A Whale (Exhibit 4 to Debtors' Supplemental Motion)			

The Debtors reserve the right to utilize rebuttal exhibits as necessary. The Debtors reserve the right to supplement this Exhibit List. The Debtors reserve the right to use as their own exhibit any exhibit identified or offered by any other party.

CERTIFICATE OF SERVICE

The undersigned certifies that on July 5, 2013, a true and correct copy of this document was served on all parties on the attached master service list by electronic means as listed on the court's ECF noticing system, by electronic mail as indicated, and/or by United States first class mail, postage prepaid. Where delivered by U.S. mail, voluminous attachments have been omitted.

/s/ Marcy E. Kurtz

Marcy E. Kurtz